

EXHIBIT 3

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

SUNTERRA CORPORATION, <u>et al.</u> , Debtors.	*	Case Nos. 00-5-6931-JS through 00-5-6967-JS, 00-5-8313-JS, and 00-6-3718-JS
	*	(Chapter 11)
	*	(Jointly Administered under Case No. 00-5-6931-JS)

* * * * *

LINE SUBMITTING AMENDED PLAN SUPPLEMENT TO
THIRD AMENDED AND RESTATED JOINT PLAN OF REORGANIZATION OF
SUNTERRA CORPORATION AND AFFILIATED DEBTORS, AS AMENDED

Sunterra Corporation, *et al.*, the above captioned debtors and debtors-in-possession herein (collectively, the "Debtors"), by this line hereby file their Amended Plan Supplement to Third Amended and Restated Joint Plan of Reorganization of Sunterra Corporation and Affiliated Debtors, attached hereto.

WHITEFORD, TAYLOR & PRESTON L.L.P.



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Exhibit L

Form of Revised List of Contracts to be Assumed

Sunterra Corporation
Assumed Executory Contracts
As of June 18, 2002

Contract No. Number	Entity	Main File Name
562	RMI, Inc.	Abraxas International
<u>221 21</u>	RMI	Acumark Agreement
203	RMI	ADI Marketing Agreement --Draft
805	RMI	Advanta Business Services
355	AKGI St. Maarten, N.V.	AKGI St. Maarten & Briella Lease Agreement
270	Sunterra Corporation	Alarmco Agreement
483	Sunterra Corporation	Alarmco <u>Americanada Wholesale Contract</u> Agreement
442	Sunterra St. Croix, Inc.	<u>Americanada Wholesale Contract</u> <u>Aqua Design Maintenance</u> Agreement
368	Sunterra Corporation	Aqua Design Maintenance Agreement 137 RMI Automatic Data Processing <u>Automatic Data Processing</u>
<u>137</u>	<u>RMI</u>	<u>B&M Marketing, Mike Harris Confidentiality Agreement</u>
802	Sunterra Corporation	<u>B&M Marketing, Mike Harris Confidentiality</u> <u>Bankruptcy Services LLC Services</u> Agreement
80	Sunterra Corporation	<u>Bankruptcy Services LLC Services</u> Agreement <u>Bellsouth Mobility</u>
110	Sunterra Corporation	<u>BellSouth Mobility</u> <u>Bellsouth Telecommunication, Inc.</u>
164	Sunterra Corporation	<u>BellSouth Telecommunications, Inc.</u> <u>Bent Creek Reciprocal Rights Agreement</u>
558	Sunterra Corporation	<u>Bent Creek Reciprocal Rights</u> <u>Best Pest Control Service</u> Agreement
446	Sunterra Corporation	<u>Best Pest Control Service</u> <u>Read Guide Advertising</u> Agreement
414	RMI	Bradshaw Brothers Sublease <u>SubLease</u> Agreement
653	AKGI St. Maarten, N.V.	Bunchie's Garage & Trucking N.V.
<u>434 495</u>	AKGI St. Maarten, N.V.	C.H. <u>C. H.</u> Pest Control Agreement <u>495 Contract</u>
<u>434</u>	AKGI St. Maarten, N.V.	C.H. Pest Control <u>Contract</u> <u>Agreement</u>
239	Sunterra Corporation	Cahners Travel Group Advertising Contract
813	Sunterra Resorts	Camelot International
814	Sunterra Resorts	Camelot International
409	RMI	Canyon Portals Amendment to Lease
199	All Seasons Season Resorts	Canyon Portals Lease Agreement

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Contract No. Number	Entity	Main File Name
348	Sunterra Corporation	Caribbean Satellite Communication Lease/Service Agreement
169	Resort Marketing International, Inc.	Century 21 / RCI <u>21/RCI</u> Agreement
670	RMI, Inc.	Charter Communication <u>Communications</u>
343	Sunterra Corporation	Charter Communications Entertainment & <u>and</u> Bulk Rate Agreement <u>for</u> Cable
142	Sunterra Financial Services, Inc.	Concord Servicing Agreement
848 Sunterra Corporation Concord Servicing Corporation Subservicing Agreement 1998-A-852 Sunterra Financial Services Concord Servicing Corporation Subservicing Agreement 1999-A-855 Sunterra Financial Services Concord Servicing Corporation Subservicing Agreement 1999-B-674	Sunterra Resorts	Consolidated Travel – HTOA 90 Sunterra Corporation Consulting Services Agreement/Arts
197	AKGI St. Maarten, N.V.	Courtwell Management Lease Agreement
644	Sunterra Resorts/Sedona Summit Resort	Creative Design Concepts
273	Sunterra Financial Services, Inc.	Danka Equipment Maintenance Agreement
<u>276</u>	<u>Sunterra Corporation</u>	<u>Desert Copy Service Agreement</u>
168	Sunterra Corporation	Dexron Investments
352	RMI	Discounts Before You Go (B4UGO) Sales and Marketing Agreement
439	Sunterra St. Croix, Inc.	Diversey Lever Lease Agreement
386	RMI	Don Hopkins Lease Modification Agreement

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413	RMI	Earnshaw Investors, Ltd. Lease Agreement
671	Resort Marketing International, Inc.	EVR --Lake Tahoe Management Agreement
387	RMI	Falcon Land Company Lease Agreement
388	RMI	Felsot Lease Agreement
379	Sunterra Corporation	Fidelity Leasing Equipment Lease Agreement - 001-0012048-001 Corp ₄
<u>279</u>	<u>Sunterra Corporation</u>	<u>Finova Servicing Agreement</u>
133	Bent Creek Golf Village	Five Star Communications Management Agreement
421	All Seasons Realty, Inc.	Fournos Restaurant Voucher Agreement
393	Sunterra Corporation	Gardening Angels Landscape Maintenance Agreement
740	Sunterra Resorts	GE Capital Equipment Lease Agreement Contract No. 6875178-001
	<u>Poipu Resort Management Company, GP</u>	<u>General Partnership Agreement dated 11/1/94</u>
488	Sunterra Corporation	GOGO Worldwide Vacation <u>Vacations</u> Advertising Agreement 218 Sunterra Corporation Gold Market Agreement
489	Sunterra Corporation	Golf Holidays International Advertising Agreement
<u>218</u>	<u>Sunterra Corporation</u>	<u>Golf Market Agreement</u>
467	Sunterra Corporation	Greensprings Plantation Contractor Agreement
468	Sunterra Corporation	Greensprings Plantation Contractor Agreement
193	AKGI St. Maarten, N.V.	Heytex Lease Agreement
36	RMI	Hope Enterprises Lease
410	RMI	Huntington Restaurant Group Lease
679	Sunterra Corporation	IKON Office Solutions - Copy Care Contract EVR Lake Tahoe
391	RMI	Ingersoll/Boisse Associates Agreement
680	Sunterra Corporation (Harich Tahoe Dev.) <u>Development</u>)	IOS Capital - EVR Lake Tahoe
38	Sunterra Corporation	K.K. Sunterra Japan Inventory Rental/License Agreement
48	RMI	Kingstown Reef Broker Tour Agreement
392	RMI	Kiosk Web Access Internet Kiosk Agreement

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Contract No. Number	Entity	Main File Name
416	RMI	Lantex Builders Lease Agreement
847 Sunterra Corporation LaSalle National Bank 1998-A Servicing Agreement 850 Sunterra Financial Services LaSalle National Bank 1999-A Servicing Agreement 853 Sunterra Financial Services LaSalle National Bank 1999-B Servicing Agreement 74	Sunterra Corporation	Law Engineering and Environmental Services
220	RMI	LG Radar Contract
	<u>West Maui Resort Partners, L.P.</u>	<u>Limited Partnership Agreement dated 7/21/97</u>
	<u>Poipu Resort Partners, LP</u>	<u>Limited Partnership Agreement dated 10/11/94</u>
336	Sunterra Corporation	Lucent - Newcourt Communications Master Equipment Lease <u>Agmt Agreement</u>
418	RMI	Maria's Restaurant Voucher Agreement
233	RMI	Mary Morgan Lease Agreement (Airport Welcome Center)
354	Sunterra Corporation	Metro Communications Production Agreement
320	Sunterra Corporation	Morgan, the Dukes Lease Agreement - 2 nd Modification <u>modification</u>
206	Sunterra Corporation	Network 21 Phone Agreement
411	RMI	Oak Creek Factory Outlet Lease
579	Sunterra Resorts	One of One, Inc. 846 Sunterra Corporation Oracle Software License & Service Agreement
69	Sunterra Corporation	OUC Commercial Electric Service Agreement

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Contract No. Number	Entity	Main File Name
17	RMI	Ozark Mountain Quilt Sublease
263	Sunterra Corporation	Paragon System Innovations Preferred Agent Agreement for Hotels
494	AKGI St. Maarten, N.V.	PEMEC of Antilles
655	AKGI St. Maarten, N.V.	Phimaca N.V. d/b/a Hertz
395	RMI	Pitney Bowes Equipment Lease
350	Sunterra Corporation	Pitney Bowes Lease Agreement
691	Sunterra Corporation	Property Technologies, LTD
52	Sunterra Corporation	Public Storage Rental Agreement
448	RMI	Quality Inn Historic Contract
654	AKGI St. Maarten, N.V.	Quality Pools – Pool Service Contract
332	Sunterra Corporation	RE/MAX Exclusive Buyer Agency Agreement
673	The Ridge Pointe Resort	Ridge Pointe – <u>H II</u> Space Agreement
424	RMI	Roberts Creekside Voucher Agreement
389	RMI	Rollies Camera Shop Lease Agreement
262	Sunterra Corporation	RSI – Master Service Agreement
694	AKGI St. Maarten N.A., N.V.	S.L.A.T.S. N.V. – Royal Palm
493	AKGI St. Maarten, N.V.	S.L.A.T.S., N.V. Maintenance Contract
435	AKGI St. Maarten, N.V.	Safemark Systems, L.P. Traveler's Protection Warranty Lease
652	AKGI St. Maarten, N.V.	Safemark Systems, L.P. Traveler's Protection Warranty Lease
645	Sunterra Resorts/Sedona Summit	Schaller Construction
499	Sunterra Corporation	Scott Robins Construction Agreement
204	Sunterra Corporation	Seaside Vending Agreement
412	RMI	Sedona Centre Development Group Lease Agreement
15	RMI	Sedona Centre Lease Agreement Modification
241	Sunterra Corporation	Senior Travel Tips Agreement
436	AKGI St. Maarten, N.V.	Shell Antilles Supply Agreement
194	AKGI St. Maarten, N.V.	Ship Wreck Club Lease Agreement

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198	AKGI St. Maarten, N.V.	Shipwreck Shop Lease Agreement
415	RMI	Sinagua Plaza Associates Lease Agreement
799	Sunterra Corporation	Skytel Paging
40	Sunterra Corporation	Software <u>Softward</u> Agreement/EPOCH
751	Sunterra Corporation	Software Agreement/Microsoft
12	RMI	Southern Comfort OPC Lease (See Branson OPC Lease) <u>Leases</u>
796	RMI, Inc./First American Tour & Travel	Spinnaker Development Corp.
716	AKGI-St. Maarten (Flamingo & Royal Palm)	St. Maarten <u>Maaarten</u> Telephone Company
840	Sunterra Corporation	St. Maarten Timeshare Owners
8	RMI	Stone Hill OPC Lease (See Branson OPC Leases)
302	RMI	Sunshine Associates Lease <u>Agreement Assignment</u>
181	RMI	Sunterra Corporation Lease Agreement
417	RMI	The Cowboy Club Voucher Agreement
422	RMI	The Grille At Shadow Rock Voucher Agreement
423	All Seasons Realty, Inc.	The Marketplace Café Voucher Agreement
183	RMI	Torsion, Inc. Lease Agreement
292	Sunterra Corporation	Transamerica Master Lease Agreement
461	Sunterra Corporation	Vertex License Agreement
41	Sunterra Corporation	Vertex, Inc.
756	Resort Marketing International, Inc.	Villa at Poco Diablo Owners' Association
750	Resort Marketing International, Inc.	Villas of Sedona Owners' Association
242	Sunterra Corporation	VIP Hotels Reservation Services Agreement
646	Sunterra Resorts/The Ridge @Sedona Golf Resort	Western Technologies, Inc.

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<u>848</u>	<u>Sunterra Corporation</u>	<u>Concord Servicing Corporation Subservicing Agreement - 1998-A</u>
<u>852</u>	<u>Sunterra Financial Services</u>	<u>Concord Servicing Corporation Subservicing Agreement - 1999-A</u>
<u>855</u>	<u>Sunterra Financial Services</u>	<u>Concord Servicing Corporation</u>

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		<u>Subservicing Agreement – 1999-B</u>
<u>866*</u>	<u>Sunterra Corporation</u>	<u>Concord Servicing Corporation</u> <u>Subservicing Agreement – Blue Bison Facility</u>
<u>857*</u>	<u>Sunterra Financial Services</u>	<u>IKON Office Solutions</u>
<u>847</u>	<u>Sunterra Corporation</u>	<u>LaSalle National Bank 1998-A Servicing Agreement</u>
<u>850</u>	<u>Sunterra Financial Services</u>	<u>LaSalle National Bank 1999-A Servicing Agreement</u>
<u>853</u>	<u>Sunterra Financial Services</u>	<u>LaSalle National Bank 1999-B Servicing Agreement</u>
<u>863</u>	<u>Sunterra Corporation</u>	<u>LaSalle, AKGI Saint Marten and Signature Resorts</u> <u>Custody Agreement</u>
<u>862</u>	<u>Sunterra Corporation</u>	<u>LaSalle, B of A and Sunterra Custody Agreement</u>
<u>858</u>	<u>Harich Tahoe Developments</u>	<u>LaSalle, Nations Bank and Harich Tahoe Developments</u> <u>Custody Agreement</u>
<u>860</u>	<u>Sunterra Corporation</u>	<u>LaSalle, UBOC and Sunterra Custody Agreement</u>
<u>846</u>	<u>Sunterra Corporation</u>	<u>Oracle Software License & Service Agreement</u>
<u>859</u>	<u>Sunterra Corporation</u>	<u>UBOC, International Escrow and Schreeder Wheeler &</u> <u>Flint Custody and Escrow Agreement</u>

----- COMPARISON OF HEADERS -----

-HEADER 1-
 Sunterra Corporation
 Assumed Executory Contracts
 As of June 18, 2002

-HEADER 2-
Sunterra Corporation
Assumed Executory Contracts
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